

JAN 06 1986 - 9 25 AM

INTERSTATE COMMERCE COMMISSION

ITEL 6-006A035

Istel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

~~6-006A035~~

No. **JAN 6 1986**

Date

Fee \$ 10.00

December 3, 1985

ICC Washington, D. C.

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

\$10.00 filing fee

JAN 6 9 25 AM

Dear Mr. Bayne:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Istel Rail Corporation for filing and recordation under the Lease Agreement dated as of July 1, 1975 between SSI Rail Corp. (as predecessor in interest to Istel Rail Corporation) and Hartford and Slocomb Railroad Company, as assigned as of April 1, 1978 to Ahnapee and Western Railroad Company which was filed with the I.C.C. on January 9, 1978 and given I.C.C. Recordation No. 9168, four counterparts of the following document:

this one is 9168-G

Amendment No. 5 dated November 21, 1985 to the Lease Agreement dated July 1, 1975 between SSI Rail Corp. and Hartford and Slocomb Railroad Company, as assigned as of April 1, 1978 to Ahnapee & Western Railroad Co.

The names and addresses of the parties to the aforementioned are:

1. Ahnapee and Western Railroad Company (Assignee)
P.O. Box 2507
Green Bay, Wisconsin 54306
2. Istel Rail Corporation (Assignor)
55 Francisco, 5th Floor
San Francisco, California 94133

The equipment covered by this Amendment is 45 XM boxcars bearing non-sequential reporting marks AHW 4006-4098.
within the series

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

Mr. James H. Bayne, Secretary
December 3, 1985
Page Two

Please stamp all counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts be returned to the bearer of this document.

Sincerely,



Denise M. Bottarini
Senior Legal Assistant

DMB/vdv/66

cc: Howard Chabner
Robert S. Clark
J. Michael Kelly
Ginny Hanger

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Ms. Denise M. Bottarini
IteI Rail Corporation
55 Francisco Street
San Francisco, CA. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on Jan 6, 1986 at 9:25 AM, and assigned re-
recording number(s). 9158- G, 9460-I, 10033- G, 14029-A, B, C, D
14544-C, D and 14774-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

9168-6
7

RECORDATION NO. 9168-6 Filed 1426

ASSIGNED TO FIRST SECURITY BANK
OF UTAH, N.A., TRUSTEE, UNDER
A LEASE ASSIGNMENT DATED
AS OF November 21, 1985

JAN 06 1986 - 9 25 AM

11/04/85

INTERSTATE COMMERCE COMMISSION
LESSOR'S INTEREST ASSIGNED TO
FIRST SECURITY BANK OF
UTAH, N.A., WITH RESPECT TO
CARS NUMBERED AHW 4006-4098 (NS.)

AMENDMENT NO. 5

THIS AMENDMENT NO. 5 (the "Amendment") to that certain Lease Agreement dated as of July 1, 1975, as amended, (the "Agreement"), between SSI Rail Corp. and Hartford and Slocomb Railroad Company ("HS") is made this 21st day of November 1985 by and between ITEL RAIL CORPORATION, as successor in interest to SSI Rail Corp. ("IteI Rail"), as lessor and AHAPEE AND WESTERN RAILWAY COMPANY ("Assignee") as lessee and assignee.

RECITALS:

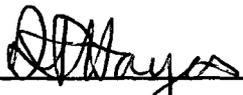
- A. IteI Rail and HS entered into the Agreement pursuant to which two hundred (200) boxcars bearing the reporting marks HS 2000-2099 and HS 4000-4099 were leased and delivered by IteI Rail to HS.
- B. HS, Assignee and IteI Rail entered into the Agreement and Assignment ("Assignment") dated as of April 1, 1978, wherein HS assigned all of its rights, title and interest in and to the Agreement to Assignee, effective for each boxcar upon the remarking and repainting of such boxcar to Assignee's reporting marks.
- C. Seventy-five (75) boxcars from within the series HS 2000-2099 were remarked to reporting marks within the series AHW 2000-2099 as set forth on Equipment Schedule No. 3 attached to the Agreement and seventy-three (73) boxcars from within the series HS 4000-4099 were remarked to reporting marks within the series AHW 4000-4099 ("4000 Series Cars") as set forth on Equipment Schedule No. 4 which was previously attached to the Agreement.
- D. Eleven (11) boxcars bearing the reporting marks AHW 5000-5010 have been added to the Agreement and Assignment.
- E. Pursuant to the Termination Notice dated May 6, 1983 from IteI Rail to Assignee, all of the 4000 Series Cars were terminated from the Agreement, effective for each 4000 Series Car upon the remark of such 4000 Series Car to reporting marks other than AHW reporting marks. Forty-five (45) 4000 Series Cars still bear AHW reporting marks and continue to be subject to the Agreement.
- F. Amendment No. 3 dated March 29, 1983 to the Agreement removed all of the 4000 Series Cars from Equipment Schedule No. 4, including the forty-five (45) 4000 Series Cars still bearing AHW reporting marks.
- G. The parties desire to place the forty-five (45) 4000 Series Cars that still bear AHW marks onto an Equipment Schedule and to reaffirm that such 4000 Series Cars are subject to the Agreement, as assigned.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree to amend the Agreement as follows:

1. All terms defined in the Agreement shall have the meanings defined therein when used in this Agreement.
2. Equipment Schedule No. 4.A. attached hereto is hereby added to the Agreement in its entirety.
3. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
4. This Amendment may be executed by the parties hereto in any number of counterparts and all such counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

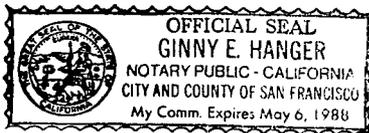
AHNAPEE AND WESTERN RAILWAY COMPANY

By: 
Title: President
Date: 11-21-85

By: 
Title: President
Date: 11-15-85

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 21st day of November, 1985, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Amendment No. 5 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger
Notary Public

STATE OF Wis.)
) ss:
COUNTY OF Brown)

On this 15 day of April, 1985, before me personally appeared Stephen P. Selby, to me personally known, who being by me duly sworn says that such person is President of Ahnapee and Western Railway Company, that the foregoing Amendment No. 5 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Caryl R. Jaeckel
Notary Public

Caryl R. Jaeckel
Notary Public, Brown County, Wis.

My commission expires: 6/12/88

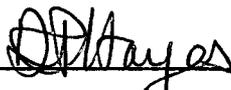
EQUIPMENT SCHEDULE NO. 4.A

Itel Rail Corporation hereby leases the following Boxcars to Ahnapee and Western Railway Company subject to the terms and conditions of that certain Lease Agreement dated as of July 1, 1975, and the Agreement and Assignment dated as of April 1, 1978 among Hartford and Slocomb Railroad Company, Ahnapee and Western Railway Company and Itel Rail Corporation.

A.A.R. Mech. Desig.	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	Box, Steel, Nailable Steel Floor, Cushioned Underframe	AHW 4006, 4007, 4015, 4016, 4017, 4018, 4019, 4020, 4022, 4023, 4025, 4026, 4029, 4030, 4031, 4032, 4035, 4038, 4039, 4040, 4043, 4045, 4046, 4048, 4050, 4051, 4054, 4055, 4057, 4060, 4062, 4063, 4068, 4069, 4071, 4072, 4073, 4074, 4075, 4079, 4081, 4085, 4091, 4094, 4098	50'6"	9'6"	10'7"	8' Double Sliding	45

ITEL RAIL CORPORATION

AHNAPEE AND WESTERN RAILWAY COMPANY

By: 

By: 

Title: President

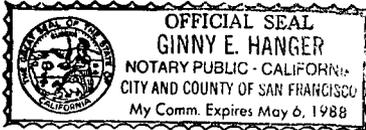
Title: President

Date: 11/21/85

Date: 11/15/85

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 21st day of November, 1985, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing Equipment Schedule No. 4.A was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger
Notary Public

STATE OF Wis)
) ss:
COUNTY OF Brown)

On this 15 day of Nov, 1985, before me personally appeared Stephen J. Selby, to me personally known, who being by me duly sworn says that such person is President of Ahnapee and Western Railway Company, that the foregoing Equipment Schedule No. 4.A was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Caryl R. Jaeckel
Notary Public
Caryl R. Jaeckel
Notary Public, Brown County, Wis.
My commission expires: 6/12/88